

EXHIBIT 6

Exhibit [6] To Proposed Pre-Trial Order**NorthWestern's Statement of Issues of Law (Local Civil Rule 16.3(c)(5))**

The issues of law which NorthWestern contends remain to be litigated are set forth in detail in NorthWestern's motion for summary judgment and its memoranda of law and additional materials submitted in support thereof, which are incorporated herein by reference. [D.I. 242-48, Case No. 04-1494]. In addition, NorthWestern incorporates herein the issues of fact set forth in Exhibit 3 to extent the Court determines such issues of fact are properly considered issues of law.

1. In order to prevail, Plaintiffs must carry the burden of proof in showing that the release of Clark Fork as obligor on the QUIPS was obtained through actual fraud or as the result of a fraudulent scheme. *In re: NorthWestern Corp. (Magten Asset Mgmt. Corp. & Law Debenture Trust Co. of N.Y. v. NorthWestern Corp.)*, 313 B.R. 595, 603 (Bankr. D. Del. 2004).

2. The fraud which Plaintiffs must prove is common law fraud which is applicable to the only theory left to them, i.e. that the release is void because it was obtained by fraud. *Id. See Stanley v. Holms*, 975 P.2d 1242 (Mont. 1999); *Riggs et al. v. Gillespie*, 241 F. 311 (4th Cir. 1917); *Ladenburg Thalmann & Co., Inc. v. Imaging Diagnostic Sys., Inc.*, 176 F. Supp. 2d 199 (S.D.N.Y. 2001); *Ass'n of Unit Owners of the Deer Lodge Condo. v. Big Sky of Montana, Inc.*, 798 P.2d 1018 (Mont. 1990); *Inderdonato v. Interdonato*, 521 A.2d 1124, 1133-34 (D.C. App. 1987). The concept of fraud, including the so-called badges of fraud, referred to and embodied in the Montana fraudulent conveyance statute are irrelevant to that determination.

3. In order to establish common law fraud sufficient to void the release of Clark Fork under the Third Supplemental Indenture Plaintiffs must prove

- 1) a material misrepresentation or omission of fact;
- 2) which was false and known to be false by NorthWestern;
- 3) made for the purpose of inducing the Bank of New York to rely upon it;
- 4) justifiable actual reliance by the Bank of New York in executing the Third Supplemental Indenture; and
- 5) damages.

Lama Holding Co. v. Smith Barney, Inc., 88 N.Y.2d 413, 646 N.Y.S.2d 76 (1996); *Abry Partners v. F&W Acquisition LLC*, 891 A.2d 1032 (Del. Ch. 2006).

4. The issue of fraud in the inducement with respect to the release of Clark Fork is governed by New York law because New York law is the governing law of the QUIPS Indenture. *Abry Partners v. F&W Acquisition LLC*, 891 A.2d 1032 (Del. Ch. 2006).

5. Under New York law the Plaintiffs must prove fraud by clear and convincing evidence which is a higher burden than the ordinary civil burden of proof. *Vermeer Owners, Inc. v. Guterman*, 78 N.Y.2d 1114, 585 N.E.2d 377, 578 N.Y.S.2d 128 (1991).

6. Plaintiffs must prove that the alleged fraud by NorthWestern proximately caused the Going Flat Transaction and that this proximately caused their loss. “But for” causation is insufficient as a matter of law. *McCabe v. Ernst & Young LLP*, 494 F.3d 418 (3rd Cir. 2007); *Hecht v. Commence Clearing House, Inc.*, 897 F.2d 21 (2d Cir. 1990); *Maxwell v. KPMG, LLP*, No. 03 C 3524, 2007 U.S. Dist. LEXIS 52647 (N.D. Ill. June 19, 2007).

7. Plaintiffs are not entitled to a negative inference that NorthWestern’s financial statements were intentionally falsified in order to accomplish the Going Flat Transaction based upon Kipp Orme’s invocation of his Fifth Amendment privilege against self-incrimination when questioned about the accuracy of the original financial statements. Because there is no independent evidence corroborating that NorthWestern’s financial statements were

intentionally falsified, Plaintiffs' are not entitled to such an inference. *United States v. Stelmokas*, 100 F.3d 302, 311 (3d Cir. 1996); *RAD Servs., Inc. v. Aetna Cas. & Sur. Co.*, 808 F.2d 271, 277 (3d Cir. 1986); *United States v. Local 560 of the Int'l Brotherhood of Teamsters*, 780 F.2d 267 (3d Cir. 1985); *In re: Winstar Commc'ns, Inc.*, 348 B.R. 234, 281 (Bankr. D. Del. 2005).

8. In order to prove fraud based on allegations that NorthWestern concealed its insolvency, Plaintiffs must prove that NorthWestern not only was insolvent but that it had a present intention not to pay the QUIPS holders at the time it assumed the obligations on the QUIPS. *In re: Paragon Sec.*, 589 F.2d 1240 (3d Cir. 1978); *Rochford v. New York Fruit Auction Corp.*, 116 F.2d 584 (2d Cir. 1940).

9. Both Magten and Law Debenture are estopped from litigating whether NorthWestern's statements in April 2003 concerning its financial condition constitute an event of default or whether BoNY was under a duty to conduct an investigation of NorthWestern's financial condition based on those statements or based on the fact that NorthWestern restated its financials for the first three quarters of 2002. *Pinnacle Consultants, Ltd. v. Leucadia Nat'l Corp.*, 94 N.Y.2d 426, 706 N.Y.S.2d 46 (2000); *Meagher v. Bd. of Trustees*, 921 F. Supp. 161 (S.D.N.Y. 1995); *Parkoff v. General Tel. & Elec. Corp.*, 53 N.Y.2d 412, 442 N.Y.S.2d 432 (1981).

10. Plaintiffs may not amend their claims or allegations at this stage of the litigation, through motion or otherwise, and are bound to the allegations contained in their complaint. *Eastern Mineral & Chems. Co. v. Mahan*, 225 F.3d 330, 340 (3d Cir. 2000); *Dimensional Commc'ns, Inc. v. Oz Optics Ltd.*, No. 04-1817, 2005 U.S. App. LEXIS 17111, at

*7 (3d Cir. 2005); *McLaughlin v. Diamond State Port Corp.*, No. 03-617, 2004 U.S. Dist. LEXIS 25513, at *2 (D. Del. Dec. 21, 2004).

11. Plaintiffs are precluded from asserting any claim for unjust enrichment because they had a valid contract, the QUIPS Indenture, which forms the basis for their claims. *Goldman v. Metro Life Ins.*, 5 N.Y.3d 561, 807 N.Y.S.2d 583 (2005); *Astropower Liquidating Trust v. KPMG LLP*, No. 06-469, 2007 U.S. Dist. LEXIS 38222 (D. Del. May 29, 2007).

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EXHIBIT 7

Exhibit No. [7] to Proposed Pre-Trial Order**Defendant's Hanson and Kindt****Statement of Issues of Law Which Remain to Be Litigated****(Local Civil Rule 16.3(c)(5))**

Because Hanson and Kindt believe they are entitled to summary judgment in their favor, there are no issues of law which remain to be litigated if this Court does in fact grant summary judgment to Hanson and Kindt. To the extent this Court does not grant summary judgment in their favor, Hanson and Kindt believe that some or all of the issues of law set forth below are necessary to adjudicate in this matter. Any issues of law that remain after this Court's determination of the pending motion for summary judgment in the Hanson and Kindt Action might also be resolved with the Court's ruling in the NorthWestern Action, either on the motion for summary judgment pending in that case or following a trial in the NorthWestern Action. Thus, Hanson and Kindt reserve the right to further amend this Exhibit 7 at an appropriate time following any such determinations.

Defendants have not specifically addressed each legal assertion contained in Magten's Statement of Issues of Law [Exhibit 5 to this Proposed Pretrial Order] because many such assertions are not issues of law, but rather legal contentions which underlie the following issues of law.

Further, as noted above, many legal issues affecting the outcome of this litigation are addressed in full in the motions for summary judgment currently pending before this Court.

In addition, while Magten acknowledges the inapplicability to the Hanson and Kindt Action of certain issues of law it identifies, it neglects to acknowledge the inapplicability of several other issues of law which do not apply to the Hanson and Kindt Action. Many of Magten's Statement of Issues of Law appear to apply only to the NorthWestern Action and not to the Hanson and Kindt Action as they solely relate to

Magten's fraudulent transfer and fraud claims against NorthWestern in Cause No. 04-1494.

Defendants Hanson and Kindt reserve the right to amend or supplement this Exhibit in light of any determinations made by this Court on the pending Motion for Summary Judgments, Daubert Motions, or any motions in limine. The issues of fact set forth herein are applicable only to the Hanson and Kindt Action as neither Hanson nor Kindt are parties to the NorthWestern Action.

In addition to the foregoing, Defendants identify the following issues of law remaining to be litigated in this case.

1. All issues raised in Defendants' Motion for Summary Judgment, as hereby incorporated at length, [see D.I. 273, 274, 275, 276, 277, 278, and 279], which include:
 - a. Whether Plaintiff has standing to sue;
 - b. Whether there are any material facts in dispute which preclude the granting of summary judgment in favor of the Defendants;
 - c. Whether Plaintiff's claim to compensatory damages is barred or limited by application of Montana law;
 - d. Whether Plaintiff's claim for punitive damages must be dismissed; and
 - e. Whether Plaintiff is entitled to attorneys' fees and costs.
2. Whether Plaintiff is entitled to amend its Complaint and add Law Debenture as an additional plaintiff, as discussed in Plaintiff's Motion for Leave to Amend Complaint and Add Additional Plaintiff and the subsequent briefing including the opposition filed by Defendants Hanson and Kindt arguing amendment it is not timely, does not cure the standing defects, and is futile. [See D.I. 293].
3. Whether Plaintiff's expert witnesses should be precluded from testifying at trial based on the issues identified in the two Motions to Strike Plaintiff's Expert Witnesses filed in both the Hanson and Kindt Action

and in the NorthWestern Action. [See D.I. 302 and 303 and D.I. 304 and 305]

4. Whether the bankruptcy of NorthWestern, which was an Event of Default under the QUIPS Indenture, was an intervening superseding event which precludes Magten's right to seek recovery from Hanson and Kindt. See *Whiting v. State*, 810 P.2d 1177, 1183 (Mont. 1991) (superseding, intervening event "will generally serve to cut off defendant's liability.").
5. Whether Magten has standing to sue and seek recovery on behalf on unnamed QUIPS holders.
6. Whether Magten can satisfy its burden of proof absent expert testimony in proving Hanson and Kindt breached any fiduciary duty. "Expert testimony is necessary in cases where the understanding and analysis of the issues is beyond the ken of the typical jury." *USH Ventures v. Global Telesystems Group, Inc.*, 2000 WL 1211205, *2 (Del. Sup. Ct. 2000).
7. Whether Magten can satisfy its burden of proof absent expert testimony in establishing Hanson and Kindt owed any fiduciary duty to Magten or Clark Fork's creditors. "Expert testimony is necessary in cases where the understanding and analysis of the issues is beyond the ken of the typical jury." *USH Ventures v. Global Telesystems Group, Inc.*, 2000 WL 1211205, *2 (Del. Sup. Ct. 2000).
8. Whether Magten's damages, if any, suffered due to Hanson and Kindt's conduct is determined with reference to the market value of the QUIPS at the time they were allegedly damaged or at the time Magten purchased the QUIPS. *Spackman v. Ralph M. Parsons Co.*, 414 P.2d 918, 921 (Mont. 1966) ("The injured party is to be made as nearly whole as possible-but not to realize a profit. Compensatory damages are designed to compensate the injured party for actual loss or injury-no more, no less.")

9. Whether Magten is entitled to prejudgment interest despite the fact (a) such relief was not specifically requested in its Complaint, and (b) its damages are not capable of being made certain prior to the jury's award. . *See American Music Co. v. Higbee*, 103 P.3d 518, 523 (Mont. 2004). Additionally, Magten cannot obtain prejudgment interest if it receives a judgment in an amount less than it seeks in damages and the amount recovered is not the result of a readily calculable offset. *Id.* at 524.
10. To the extent Magten recovers damages from Hanson and Kindt for a derivative claim, whether Magten is required to remit any recovery to Clark Fork. *See* Mont. Code Ann. § 35-8-1104(4).
11. To the extent Magten recovers damages from Hanson and Kindt, any such recovery would be subject to a *pro tanto* set-off for any damages Magten recovers from NorthWestern in Cause No. 04-1494.
12. Whether Hanson and Kindt, as officers of Clark Fork, breached their fiduciary duties of loyalty and care when they carried out the directives of Clark Fork's sole member, NorthWestern. Hanson and Kindt's duty of care is limited to "refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law." *See* Mont. Code Ann. § 35-8-310.¹
13. Whether Hanson and Kindt's conduct was protected by the Business Judgment Rule. *See, e.g., Cede & Co. v. Technicolor, Inc.*, 634 A.2d 345, 367-68 (Del. 1993) (A corporate director must "inform himself and his

¹ Hanson and Kindt disagree with Magten's contention of the applicable law relating to the fiduciary duties of subsidiary officers, as discussed in Number 19 of Magten's Statement of Issues of Law. Instead, as discussed in the briefing relating to Hanson and Kindt's Motion for Summary Judgment, the applicable rule of law is that officers of a wholly-owned, solvent subsidiary are entrusted to carry out the directives of the corporate parent and owe fiduciary duties solely to the controlling parent as the sole shareholder of the subsidiary. *See Teleglobe Commcns Corp.*, 493 F.3d 345, 367 n. 24 (3d. Cir. 2007). Additionally, Magten misstates the rule of law established by *Scott Acquisition Corp., v. Morris*, 344 B.R. 283 (Bankr. D. Del. 2006). The relevant holding of Scott is limited to the rule providing: "upon insolvency directors of a wholly-owned subsidiary owe fiduciary duties to the subsidiary and its creditors." *Scott*, 344 B.R. at 290.

fellow directors of all material information that is reasonably available to them.” However, “a trial court will not find a board to have breached its duty of care unless the directors individually and the board collectively have failed to inform themselves fully and in a deliberate manner before voting as a board upon a transaction as significant as a proposed merger or sale of the company.”).²

14. Whether Magten pled its cause of action against Hanson and Kindt as a derivative claim or a direct claim.
15. Whether Magten sufficiently mitigated its damages and appropriately acted to avoid unnecessarily enlarging its damages. *See Tiggeman v. City of Butte*, 119 P. 477, 478 (Mont. 1911) (“[O]ne who has been injured by the negligence of another must use ordinary diligence to effect a cure, and there can be no recovery for damages that might have been avoided by the exercise of such care.”); *see also Town Pump, Inc. v. Diteman*, 622 P.2d 212, 216 (Mont. 1981) (injured party has a duty to “act reasonably under the circumstances so as not to unnecessarily enlarge damages”).
16. Whether Magten has alleged sufficient facts and demonstrated evidence to allow the issue of punitive damages to be presented to the jury.
17. Whether Magten is entitled to attorney’s fees if Magten is successful in its claim against Hanson and Kindt and the amount, if any, of such award which must be limited to only those fees and costs specifically incurred in the Hanson and Kindt Action and must specifically exclude those fees and costs incurred in the NorthWestern Action. Absent statutory or contractual authority, attorney’s fees will not be awarded to the prevailing

² Magten’s reliance on Mont. Code Ann. §§ 35-1-452 and 35-1-457 in number 18 of its Statement of Issues of Law is inappropriate for two principal reasons. First, these sections deal with corporate officers, not officers of limited liability companies. Second, these statutes do not support the proposition set forth by Magten. Mont. Code Ann. §§ 35-1-452 and 35-1-457 address limitations on a corporation’s ability to indemnify its directors and officers, not whether a limited liability company’s officers can be held liable for negligent conduct.

party in a lawsuit. *Erker v. Kestner*, 988 P.2d 1221, 1228 (Mont. 1999).

Magten relies on Mont. Code Ann. § 35-8-1104(4), which allows the court discretion to award attorney's fees to a successful plaintiff in a derivative action, however Magten has not pled and does not have standing to plead a derivative action. *See* D.I. 274, at 20-29; *see also* D.I. 307, at 3-8. Even if Magten successfully asserts a derivative claim against Hanson and Kindt, the statute cited by Magten requires only that "the court may award [Magten] reasonable expenses, including reasonable attorney fees, and shall direct [Magten] to remit to the limited liability company the remainder of the proceeds received." Mont. Code Ann. § 35-8-1104(4). And thus, Magten would not be entitled to a recovery of compensatory or punitive damages.

EXHIBIT 8

Exhibit No. 8 to Proposed Pre-Trial Order**Plaintiffs' Trial Exhibit List
(Local Civil Rule 16.3(c)(6))**

The exhibits which plaintiffs may offer as exhibits at trial are set forth below. Plaintiffs reserve their right to amend, modify or supplement this trial exhibit list, including without limitation in light of additional discovery that may occur prior to trial, any motions currently pending or that will be made prior to trial, or the impact of any pre-trial rulings by the Court. Defendants' Trial Exhibits are also incorporated by reference into

Plaintiffs' Trial Exhibit List. Plaintiffs reserve their right to supplement all exhibits having to do with fees and expenses of attorneys, experts, and the trustee to the extent necessary in light of additional developments and expenses through the completion of trial.

TAB #	DATE	DESCRIPTION	DATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
1.	11/01/1996	The Montana Power Company to The Bank of New York Indenture (For Unsecured Subordinated Debt Securities Related to Trust Securities)	NOR009214 – 296	none	No.	
2.	11/01/1996	Amended and Restated Trust Agreement among The Montana Power Company, The Bank of New York and Delaware Bank of NY	NOR009145 – 213	none	No.	
3.	11/01/1996	Prospectus for the 8.45% Cumulative Quarterly Income Preferred Securities	N/A	none	No.	
4.	11/06/1996	The Montana Power Company's Officer's Certificate	N/A	none	No	

¹ The legend for Hanson/Kindt's objections is on the last page of the document

² The legend for NorthWestern's objections is on the last page of the document.

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
5.	09/19/2000	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009460 - 464	none	none	No.
6.	09/28/2000	Articles of Organization of The Montana Power Company Limited Liability Company	NOR200843 - 849	none	none	No.
7.	09/28/2000	Operating Agreement of The Montana Power Company	NOR200850 - 855	none	none	No.
8.	09/29/2000	Unit Purchase Agreement By and Between NW Corporation, Touch America Holdings, Inc. and The Montana Power Company with Respect to All Outstanding Membership Interests in The Montana Power LLC - Annex B of Document	NOR002632 - 700	none	none	No.
9.	10/03/2000	NW's Form 8-K Filed October 3, 2000	N/A	none	none	No.
10.	12/20/2000	Joint Application of the Montana Power Co. and NW Corp. for Approval of Disposition of Jurisdictional Facilities, Submitted to Federal Energy Regulatory Commission (Docket No. EC01-47-000)	N/A	none	none	No.
11.	01/11/2001	Department of Public Service Regulation Before the Montana Public Service Commission of the State of Montana Joint Application of the Montana Power Company and NW Corporation	NOR044299 - 695	none	none	No.
12.	01/26/2001	Blue Dot Services Inc. Board of Directors Minutes of Regular	DT001687 - 793	Relevance, Authenticity	Yes. Authenticity, hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
13.	02/04/2001 – 11/06/2001	Meeting Various Minutes from the Meetings of the NW Board of Directors Regular and Special Meetings, as well as from the Audit Committee of the Board of Directors of NW Corporation and Other Special Committeees, Along with Ballots for Said Meetings for February 2001 through November 2001.	DT000520 – 606	Relevance. Many are not relevant to Defendants Hanson and Kindt. Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
14.	02/20/2001	FERC Order Authorizing Disposition of Jurisdictional Facilities	NOR199330 – 333	none	No.	
15.	08/27/2001	Supplemental Filing - Department of Public Service Regulation Before the Montana Public Service Commission of the State of Montana Joint Application of the Montana Power Company and NW Corporation	NOR044696 – 743	none	No.	
16.	11/6/7/2001	NW Corporation Board of Directors Minutes of Regular Meeting	NOR009503 – 537	Relevance	No.	
17.	11/20/2001	E-mail from Cushla Thomson to James Finch, Doreen Welch Re: Moody's Press Release	CSFB010284 – 286	Relevance Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
18.	11/28/2001	Expanets Board of Directors Meeting	NOR521207 – 235	Relevance Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
19.	12/26/2001	Standard and Poors – NW Corporation – Credit Ratings	CSFB009049 – 056	Relevance Authenticity, Hearsay	Yes. Authenticity, relevance, hearsay.	
20.	12/27/2001	Memo to Public Utility Staff	NOR003287 – 343	none	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Investment Division SEC from Charles A. Patrizia cc Jacobsen Re: Application of Section 3 of the Public Utility Holding Company Act of 1935				
21.	12/31/2001	NW Management Financial and Information Report	NOR361885 – 897	none	Yes. Relevance.	
22.	00/00/2002	Management Financial and Information Report Meeting 2002 Calendar	NOR044943	Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
23.	00/00/2002	Timeline of Key Events (2002) Accruals – Rick Fresia – and Attached documents	NOR306834 – 843	Relevance, Hearsay	Yes to NOR306834. Hearsay, relevance.	
					Yes to NOR306835-43. There is no indication that these documents were attached to timeline in original.	
24.	01/01/2002 to 12/31/2002	Uniform Standards of Professional Appraisal Practice 2002 Edition – Standard 9	N/A	none	No.	
25.	01/01/2002 to 12/31/2002	Uniform Standards of Professional Appraisal Practice 2002 Edition – SMT 2	N/A	none	No.	
26.	Valuation as of 01/01/2002	Expanets, Inc. and Subsidiaries Englewood, Colorado – Fair Value	NOR305018 – 081	Relevance	No.	
27.	Valuation as of 01/01/2002	Blue Dot – Fair Value - American Appraisal / Associates	NOR365584 - 647	Relevance	No.	
28.	01/02/2002	NW Board of Directors Minutes of the Special Meeting E-mail from Younger to Hyland ccng Jim Walker Re: Bookings Report	NOR009538 – 539	none	Yes. Relevance.	
29.	01/05/2002		NOR405633 – 634	Relevance, Hearsay	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
30.	01/14/2002	Credit Agreement Among NW Corp. and Certain Lenders	CSFB001264 – 414	Relevance	No.	
31.	01/16/2002	Transcript of Proceedings In The Matter of the Joint Application for Approval of the State of Montana Power Company to NW Corporation – Attached Cover Letter from Alke to Corcoran Dated June 27, 2005	NOR044802 – 855	none	Yes to NOR044802. Authenticity, hearsay, relevance.	
32.	01/16/2002	E-mail from Younger to Walker Re: Expert System Update	NOR405637	Relevance, Hearsay	Yes. Hearsay, relevance.	
33.	01/17/2002	E-mail from Hylland to Bradley and Lewis Re: Scorecard for January	NOR406191 – 192	Relevance, Hearsay	Yes. Hearsay, relevance.	
34.	01/22/2002	8-K Filed for the Period of January 18, 2002	N/A	none	No.	
35.	01/28/2002	NW Memo to the Board of Directors from Hanson and Jacobsen Re: Update on Montana Power Acquisition	NOR142389 – 392	none	No.	
36.	01/28/2002	8-K Filed for the Period of January 24, 2002	N/A	none	No.	
37.	01/28/2002	NW Corporation Staff Meeting/Executive Committee Meeting Minutes	NOR365802 – 804	none	No.	
38.	01/29/2002	A.G. Edwards – Equity Research, Electric Utilities – Montana Commission Approves Acquisition of MRP T&D Business	NOR101960 – 962	Relevance, Hearsay, Authenticity	Yes. Authenticity, hearsay, relevance.	
39.	01/29/2002	8-K Filed for the Period of January 29, 2002	N/A	none	No.	
40.	01/31/2002	Final Order No. 6353c - Opinion Approving Montana Power	NOR044756 – 799	none	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Purchase and Stipulation of the Various Parties.				
41.	01/31/2002	NW Management Financial and Information Report	NOR361898 – 915	none	Yes. Relevance.	
42.	01/31/2002	Presentation Sent to Lewis and Hylland on Expert and Expants Financial Overview	NOR349375 – 391	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
43.	01/31/2002	8-K Filed for the Period of January 31, 2002	N/A	none	No.	
44.	02/00/2002	NW Corporation Finance Summit Session	NOR182470 – 524	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
45.	02/05/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR138132 – 134	Relevance	Yes. Relevance.	
46.	02/06/2002	NW Corporation Board of Directors Minutes of Regular Meeting	NOR009540 – 550	none	Yes. Relevance.	
47.	02/07/2002	Analyst Conference Call	NOR159817 – 879	Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
48.	02/07/2002	8-K Filed for the Period of February 7, 2002	N/A	none	No.	
49.	02/13/2002	The Montana Power, LLC to The Bank of New York Trustee First Supplemental Indenture (For Unsecure Subordinated Debt Securities Relating to Trust Securities)	BNY-M00422 – 428	none	No.	
50.	02/13/2002	Opinion of Milbank, Tweed, Hadley & McCloy LLP Relating to the First Supplemental Indenture	N/A	none	No.	
51.	02/13/2002	Officer's Certificate of J.P.	N/A	none	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Pederson, Vice President, Chief Financial Office and Treasurer Relating to the First Supplemental Indenture				
52.	02/13/2002	Application Seeking Exemption Under Section 3(a)(3) of PUHCA	NOR002701 - 730	none	No.	
53.	02/14/2002	NorthWestern Corporation – Merrill Lynch Release – 2002: A Year of Transformation	NOR182525 - 528	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
54.	02/25/2002	E-mail from Forinash to Smook with NOR Staff/Executive Committee Materials Attached For Tomorrow's Meeting	NOR365805	none	Yes. Relevance.	
55.	02/27/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR364405 - 406	Relevance	Yes. Relevance.	
56.	02/28/2002	NW Corporation Presentation to the Investment Banking Committee	CSFB018644 - 669	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
57.	02/28/2002	NW Management Financial and Information Report	NOR361916 - 933	none	Yes. Relevance.	
58.	03/01/2002	8-K Filed for the Period of March 1, 2002	N/A	none	No.	
59.	03/04/2002	8-K Filed for the Period of February 15, 2002	N/A	none	No.	
60.	03/12/2002	NW's Press Release	NOR182534 - 535	none	No.	
61.	03/14/2002	E-mail from Chris Younger to Orme Re: Expanets Forecast	NOR405677 - 679	Relevance, Hearsay	Yes. Hearsay, relevance.	
62.	03/14/2002	E-mail from Chris Younger to Orme Re: Expanets Forecast	NOR405680 - 681	Relevance, Hearsay	Yes. Hearsay, relevance.	
63.	03/18/2002	MPC Compensation Proposal Confidential Memo from Jacobsen and Hanson to Lewis,	NOR398129 - 135	none	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
64.	03/18/2002	Hylland, and Van Camp NW Corporation Board of Directors Minutes of the Special Meeting	NOR009551 - 553	Relevance	No.	
65.	03/19/2002	E-mail from Chris Younger to Jim Walker Re: Partner Entity Q1 Forecasts	NOR405682	No objection to email of March 19, 2002 at 9:58 a.m. to recipients including Hanson; Object to balance of exhibit. Relevance	Yes. Hearsay, relevance.	
66.	03/19/2002	AG Edwards, NW Corporation – Will Investor Attention on Accounting Issues Result in Lower Share Price? We Think Yes	NOR101965 – 980	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
67.	03/31/2002	NW Management Financial and Information Report	NOR361971 – 988	none	Yes. Relevance.	
68.	04/03/2002	Checklist of “Flat” Restructuring Issues	NOR411451 – 454	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay.	
69.	04/05/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR210742	Relevance	Yes. Relevance.	
70.	04/07/2002	E-mail from Orme to Hylland Re: Draft 1 st Quarter Forecast Release E-mail from Lewis to Hylland Re: Board	NOR405696	Relevance, Hearsay	Yes. Hearsay, relevance.	
71.	04/09/2002	NOR406200	Relevance	Yes. Relevance.		
72.	04/15/2002	8-K Filed for the Period of April 15, 2002	N/A	none	No.	
73.	04/16/2002	E-mail from Paul Wyche to Hanson, Monaghan and Newell Re: First Quarter Earnings Release	NOR131551 – 553	none	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
74.	04/22/2002	Minutes of Initial Meeting of Board of Directors of NW Energy Morgan Stanley – NW Corporation – New, More Regulated Look, Attractive Valuation	DT 006446 – 448	none	Yes. Relevance, hearsay.	
75.	04/25/2002	Transcript of a NW Corporation First Quarter Earnings Conference Call	NOR053319 – 328	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
76.	04/30/2002	NW Management Financial and Information Report	NOR379763 – 880	Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
77.	04/30/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR362012 – 031	none	Yes. Relevance.	
78.	04/30/2002	NW Corporation Board of Directors Minutes of Annual Meeting	NOR210743 – 744	Relevance	Yes. Relevance.	
79.	04/30/2002 – 05/01/2002	8-K Filed for the Period of May 1, 2002	NOR009556 – 565	None	No.	
80.	05/01/2002	Various NW Board of Directors Meeting Minutes for Regular, Special, and Annual Meetings Along with Related Documents for February 2002 Through March 2003.	N/A	none	No.	
81.	00/00/2002	Merrill Lynch, NW Corporation – Transformation Underway, But Execution Risk Remains High	DT006201 – 417	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
82.	05/01/2002	E-mail from Thomas Batina of Andersen to Charters and Hylland Re: Expert System Meeting	NOR101990 – 992	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
83.	05/10/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR406210 – 211	Relevance, Hearsay	Yes. Hearsay, relevance.	
84.	05/14/2002		NOR210745 – 746	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
85.	05/15/2002	10Q Filed for the Period of March 31, 2002	N/A	none	none	No.
86.	05/17/2002	Merrill Lynch – NW Corporation – Volatility Belies Fundamentals	NOR101994 – 995	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
87.	05/17/2002	Morgan Stanley – NW Corporation – Concerns Over Late Filing Overblown	NOR053430 – 433	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
88.	05/17/2002	Analyst Conference Call	NOR074489 – 592	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
89.	05/18/2002	E-mail from Hylland to Charters, Lewis, and Hylland Re: PRC Visit	NOR405389 – 392	Relevance, Hearsay	Yes. Hearsay, relevance.	
90.	05/20/2002	E-mail from Hylland to Charters Re: April Summary Financials (Confidential)	NOR405393	Relevance, Hearsay	Yes. Hearsay, relevance.	
91.	05/22/2002	8-K Filed for the Period of May 16, 2002	N/A	none	none	No.
92.	05/28/2002	Memo from Orme to Lewis, Hylland, and Jacobsen Re: Financing Plans and Considerations	NOR056238 – 245	Relevance	Yes. Hearsay, relevance.	
93.	05/30/2002	E-mail from Rick Fresia to Tim Gentry Re: Ops Meeting Question	NOR405401	Relevance, Hearsay	Yes. Hearsay, relevance.	
94.	05/31/2002	NW Management Financial and Information Report – Includes an E-mail from Karen Smook to Multiple Recipients dated June 3, 2002.	NOR458098– 119	none	Yes. Relevance.	
95.	06/01/2002	E-mail from Hylland to Charters Re: Confidential PRC Cash Receipts	NOR405404 – 405	Relevance, Hearsay	Yes. Hearsay, relevance.	
96.	06/03/2002	E-mail from Charters to Hylland,	NOR406229 – 234	Relevance,	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
97.	06/05/2002	Lewis, Hylland, and Orme Re: Updates from the Op's Meetings E-mail String, Top E-mail to Fresia and Others from Charters Re: Comment on Daily Flash Report	NOR138256	Relevance, Hearsay	Yes. Hearsay, relevance.	
98.	06/05/2002	E-mail from Charters to Multiple Recipients Re: Comment on Daily Flash Report	NOR405406	Relevance, Hearsay	Yes. Hearsay, relevance.	
99.	06/08/2002	E-mail from Hylland to John Charters and bcc Orme and Lewis Re: Confidential	NOR405409	Relevance, Hearsay	Yes. Hearsay, relevance.	
100.	06/08/2002	E-mail from Hylland to Charters, bccing Lewis Re: Confidential	NOR405412	Relevance, Hearsay	Yes. Hearsay, relevance.	
101.	06/10/2002	E-mail from Lewis to Bruce Smith; Dbrook; Jerry Johnson; Larry Ness; Marilyn Seymann; Lewis; Randy Darcy; and Hylland Re: NOR Update	NOR405410 - 411	Relevance, Hearsay	Yes. Hearsay, relevance.	
102.	06/14/2002	E-mail from Charters to Lewis Re: Daily Flash Report June 12, 2002	NOR405494 - 495	Relevance, Hearsay	Yes. Hearsay, relevance.	
103.	06/14/2002	E-mail from Hylland to Charters Re: Daily Flash Report 6-14-02	NOR405413 - 414	Relevance, Hearsay	Yes. Hearsay, relevance.	
104.	06/17/2002	E-mail from Fresia to Hylland, Lewis, Orme, and ccing Charters Re: Mid-Month Collections Report	NOR405415 - 417	Relevance, Hearsay	Yes. Hearsay, relevance.	
105.	06/17/2002	Memo from Orme to NW Board of Directors Re: Financing and IR Plans	NOR053464 - 469	Relevance, Hearsay	Yes. Hearsay, relevance.	
106.	06/21/2002	NW Energy Monthly Operational Update	NOR321201 - 296	none	Yes. Hearsay, relevance.	
107.	06/21/2002	NW Corporation Board of	NOR009566 - 567	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORIHWESTERN ²	ADMITTED: Y/N
		Directors Minutes of the Special Meeting				
108.	06/24/2002	Memo to Audit File from Kerri Kotsmith Re: SFAS 121 Cornerstone, Blue Dot, & Expanets	DT000748 - 749	Relevance		No.
109.	06/25/2002	E-mail from Hylland to Bradley and Lewis Re: IT Issues	NOR405325 - 326	Relevance, Hearsay	Yes. Hearsay, relevance.	
110.	06/25/2002	Expanets Summary Financial Information Package	NOR259069 - 117	Relevance	No.	
111.	06/30/2002	NW Management Financial and Information Report	NOR362049 - 064	none	Yes. Relevance.	
112.	07/03/2002	E-mail to Orme from Fresia Re: Update – Billings and Collections IT Fix Schedule	NOR405327	Relevance	Yes. Relevance.	
113.	07/03/2002	E-mail from Smook to Multiple Recipients Re: May 31, 2002 MFIR for the Month Ended	NOR458098 - 119	none	Yes. Relevance.	
114.	07/09/2002	NW Energy LTIP Confidential Memo	NOR247179 - 181	none	Yes. Relevance.	
115.	07/12/2002	Paul Hastings Letter to SEC re S-4, 10-K, and 10-Q Memo	NOR080418 - 470	Relevance	Yes. Relevance.	
116.	07/15/2002	E-mail from Charters to Hylland Re: A follow up to the ongoing Expert Files	NOR406244	Relevance, Hearsay	Yes. Hearsay, relevance.	
117.	07/16/2002	E-mail from Orme to Hylland Re: 02 Forecast	NOR521023 - 024	Relevance, Hearsay	Yes. Hearsay, relevance.	
118.	07/22/2002	E-mail from Hanson to Hylland Re: Advancement	NOR134266	none	Yes. Relevance.	
119.	07/22/2002	NW Energy Monthly Operational Update	NOR321356 - 381	none	Hearsay, relevance.	
120.	07/30/2002	Memo from Hanson to the Board of Directors Re: Update on NW Energy Integration	NOR053568 - 571	none	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
121.	07/31/2002	Memo from Jacobsen to NW Board of Directors Re: "Going Flat" Resolution	NOR066673	Relevance	No.	
122.	07/31/2002	E-mail from Hanson to Ming Re: NCS August Update	NOR317466 – 467	none	Yes. Hearsay, relevance.	
123.	07/31/2002	NW Management Financial and Information Report for July 2002	NOR362065 – 080	none	Yes. Hearsay, relevance.	
124.	08/00/2002	NW Energy, L.L.C. Officer's Certificate Pursuant to Section 102 of the Indenture Dated November 1, 1996	BNY-M 004446 – 447	none	No.	
125.	08/01/2002	Moody's Places Credit Ratings of NW Corporation and its Subsidiary NW Energy Under Review for Possible Downgrade	NOR076208 – 209	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
126.	08/02/2002	8-K Filed for the Period of August 2, 2002	N/A	none	No.	
127.	08/02/2002	SAS73 Appraisal Review, Memo of Findings to Steve Polacek from Daniel Lynn Re Valuation Report of Blue Dot Corporation	NOR369197 – 201	Relevance	No.	
128.	08/02/2002	SAS73 Appraisal Review, Memo of Findings to Steve Polacek from Daniel Lynn Re Valuation Report of Expanets, Inc.	NOR369202 – 205	Relevance	No.	
129.	08/02/2002	Responses to D&T SAS73 Review – Valuation Report Re: Blue Dot Corporation	NOR369206 – 209	Relevance	No.	
130.	08/06/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR260031 – 032	Relevance	Yes. Relevance.	
131.	08/06/2002	E-mail from Chris Younger to John Charters Re: 03 Numbers - Confidential	NOR405505 – 507	Relevance, Hearsay	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
132.	08/07/2002	NW Corporation Board of Directors Minutes of Regular Meeting	NOR009568 – 583	none	none	No.
133.	08/07/2002	NW Energy Written Consent of Sole Member and Manager to Action in Lieu of Meeting Responses to Deloitte & Touche's SAS73 Review – Valuation Report Re: Blue Dot Corporation 8-K Filed for the Period of August 8, 2002	NOR001290 – 292	none	none	No.
134.	08/07/2002		AAA04107-15	Relevance.	No.	
135.	08/08/2002	NW Corporation Transcript of Earnings Call	N/A	none	none	No.
136.	08/08/2002	Merrill Lynch – NW Corporation – Focusing on Cash	NOR063168 – 215	Authenticity, Hearsay	Authenticity, hearsay, relevance.	Yes.
137.	08/09/2002	E-mail from Thielbar to Monaghan, Quam, Beachler, and Griswold Re: NCS Audit	NOR234617 – 620	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
138.	08/12/2002	E-mail from Travis Gjoraas to Hylland, Orme, Whitesel, and Nieman Re: Expanets Cash Update	NOR184997 – 041	Relevance, Hearsay	Yes. Hearsay, relevance.	
139.	08/12/2002		NOR406260	Relevance	Yes. Hearsay, relevance. [same document as #140]	
140.	08/12/2002	E-mail from Travis Gjoraas to Hylland, Orme, Whitesel, and Nieman Re: Expanets Cash Update	NOR406260	Relevance; Duplicate of Exhibit 139	Yes. Hearsay, relevance. [same document as #139]	
141.	08/13/2002	Amendment to Guarantee Agreement	NOR009397 – 401	none	none	No.
142.	08/13/2002	E-mail from Karen Smook to Multiple Recipients	NOR057365 – 366	none	Yes. Hearsay, relevance.	
143.	08/13/2002	Second Supplemental Indenture	NOR009999 – 010005	none	none	No.

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
144.	08/13/2002	Opinion of Paul, Hastings, Janofsky & Walker LLP Relating to the Second Supplemental Indenture	N/A	none	No.	
145.	08/13/2002	Officer's Certificate of David A. Monaghan, Chief Financial Officer Relating to the Second Supplemental Indenture	N/A	none	No.	
146.	08/13/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR210747 - 748	Relevance	Yes. Relevance.	
147.	08/14/2002	10Q Filed for the Period of June 30, 2002	N/A	none	No.	
148.	08/14/2002	Form of Compliance Certificate of NW Corp.	NOR466249 - 265	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
149.	08/14/2002	8-K Filed for the Period of August 14, 2002	N/A	none	No.	
150.	08/14/2002	E-mail String, Top E-mail to Whitesel from Fresia Re: Draft Language on Billing Adjustments	NOR405358 - 367	Relevance	Yes. Relevance.	
151.	08/14/2002	Letter from Lewis, Orme, Whitesel to Deloitte & Touche Re: Review of Condensed Consolidated Financial Statements of NW Corporation	DT006600 - 606	Relevance	Yes. Relevance.	
152.	08/14/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR364461 - 462	Relevance	Yes. Relevance.	
153.	08/15/2002	E-mail from Rick Fresia to John Charters Re: 02 Forecast	NOR405360 - 361	Relevance, Hearsay	Yes. Hearsay, relevance.	
154.	08/16/2002	8-K Filed for the Period of August 16, 2002	N/A	none	No.	
155.	08/16/2002	Letter from Schwitter to Hearne	NOR080471 - 497	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		and Fred Frank Re: Copies of NW's Response to the Staff's Comments in the Staff Comment Letter of August 1, 2002				
156.	08/16/2002	E-mail from Charters to Hylland Re: Daily Flash Report 8-16-02	NOR405522 - 523	Relevance, Hearsay	Yes. Hearsay, relevance.	
157.	08/19/2002	NW Energy Monthly Operational Update	NOR321446 - 464	none	Yes. Hearsay, relevance.	
158.	08/19/2002	Merrill Lynch - NW Corporation - Too Many Uncertainties for Today's Market	NOR026460 - 463	Relevance, Authenticity, Hearsay	Yes. Authenticity, relevance, hearsay.	
159.	08/31/2002	E-mail from Richard Hylland to Multiple Recipients	NOR405820	Relevance, Hearsay	Yes. Hearsay, relevance.	
160.	08/31/2002	NW Management Financial and Information Report	NOR362085 - 100	none	Yes. Relevance.	
161.	09/01/2002	E-mail from Fresia to Hylland and Orme Re: Expanets Case Forecast	NOR406268-270	Relevance, Hearsay	Yes. Hearsay, relevance.	
162.	09/02/2002	E-mail from Younger to Hylland Re: Expanets Agenda	NOR405592 - 593	Relevance, Hearsay	Yes. Hearsay, relevance.	
163.	09/02/2002	E-mail from Randy Darcy to Lewis, Smith, Drook, Johnson, Ness, Seyman, and Hylland Re: August Update	NOR053654 - 656	Relevance, Hearsay	Yes. Hearsay, relevance. (Part of #163).	
164.	09/06/2002	E-mail from Charters to Lewis, Newell, and Hylland Re: August Update	NOR406274 - 278	Relevance, Hearsay	Yes. Hearsay, relevance.	
165.	09/06/2002	Letter from Schwitter to Hearne and Fred Frank Re: Copies of NW's Response to the Staff's Comments in the Staff Comment Letter of August 28, 2002	NOR080498 - 505	Relevance	Yes. Relevance.	
166.	09/10/2002	NW Corporation Board of Directors Minutes of the Special	NOR009584 - 585	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Meeting				
167.	09/12/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009586 - 587	Relevance	Yes. Relevance.	
168.	09/12/2002	Bear Stearns Presentation to NW Corporation Regarding Financing Alternatives	NOR349336 - 374	Relevance, Hearsay	Yes. Hearsay, relevance.	
169.	09/13/2002	E-mail from Hanson to Ming Re: Norcom Audit	NOR317471	none	Yes. Hearsay, relevance.	
170.	09/18/2002	E-mail from Janecke to Audit Services Re: Resolving Audit Issues	NOR341732 - 733	none	Yes. Hearsay, relevance.	
171.	09/18/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009588 - 589	Relevance	Yes. Relevance.	
172.	09/20/2002	8-K Filed for the Period of September 20, 2002	N/A	none	No.	
173.	09/20/2002	Bear Stearns Presentation to NW Corporation Regarding Financing Alternatives	NOR057784 - 792	Relevance, Hearsay	Yes. Hearsay, relevance.	
174.	09/20/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009590 - 593	Relevance	Yes. Relevance.	
175.	09/20/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR210749 - 750	Relevance	Yes. Relevance.	
176.	09/20/2002	10Q/A Filed for the Period of June 30, 2002	N/A	None	No.	
177.	09/20/2002	10Q/A Filed for the Period of March 31, 2002	N/A	None	No.	
178.	09/22/2002	E-mail from Dontelco@aol.com to Lewis Re: Expans Subsidiary's Billing Problems	NOR406280	Relevance, Hearsay	Yes. Hearsay, relevance.	
179.	09/23/2002	Bear Stearns Presentation to NW	NOR057816 - 826	Relevance,	Yes. Authenticity,	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Corporation Board of Directors		Authenticity, Hearsay		
180.	09/23/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009594	Relevance	Yes. Relevance.	
181.	09/24/2002	8-K/A Filed for the Period of September 20, 2002	N/A	none	No.	
182.	09/26/2002	Letter from Paul Hastings to Lewicki and Robert Pedersen of Bryan Cave LLP Re: QUIPs Issued under the Trust Agreement of November 1, 1996, along with executed copies of attached documents and correspondence	NOR009840 – 9912	Relevance	Yes to NOR009865-912. Not part of original document.	
183.	09/26/2002	Memo from Orme to NW Board of Directors Re: NW Financing Plan Update	NOR384018 – 019	Relevance	Yes. Relevance.	
184.	09/27/2002	Bear Stearns Presentation to NW Corporation Board of Directors	NOR255870 – 877	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
185.	09/27/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009595 – 597	Relevance	Yes. Relevance.	
186.	09/30/2002	NW Management Financial and Information Report	NOR362105 – 120	none	Yes. Relevance.	
187.	10/01/2002	Blue Dot Services, Inc., and Subsidiaries Sioux Falls, South Dakota AAA Appraisal of Fair Value – Business Enterprise.	NOR364662 – 719	Relevance	No.	
188.	Valuation as of 10/01/2002	Expanets, Inc. and Subsidiaries Englewood, Colorado – Fair Value	NOR305083 – 182	Relevance	No.	
189.	10/07/2002	E-mail from Thielbar to Hanson and Monaghan Re: NCS Audit	NOR036614 – 616	none	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Management Responses				
190.	10/08/2002	8-K Filed for the Period of October 2, 2002	N/A	none	No.	
191.	10/09/2002	E-mail from Orme to Drok Copying Hylland and Lewis Re: Updated Liquidity Analysis	NOR405886 - 887	Relevance, Hearsay	Yes. Hearsay, relevance.	
192.	10/15/2002	Communique from Audit Services to Hanson and Multiple Recipients Re: Audit Report for NW Communication Solutions	NOR417960 - 985	Hearsay	Yes. Hearsay, relevance.	
193.	10/16/2002	Memo from Lewis and Hylland to NW Corporation Board of Directors Re: 2003 Strategic, Operating and Finance Plan Status/Critical Assessments	NOR054382	Relevance, Hearsay	Yes. Hearsay, relevance.	
194.	10/21/2002	8-K Filed for the Period of October 18, 2002	N/A	none	No.	
195.	10/23/2002	Order Joining NW Energy as Party Defendant and Restricting Further Transfer of Interest Without Court Approval, in proceeding of Margaret McGreevy, et al.	N/A	Relevance	Yes. Relevance.	
196.	10/25/2002	NW's Application to FERC for Authorization of the Assumption of Liabilities and Authorization for Exemption from Competitive Bidding and Negotiated Offer Requirements and Expedited Treatment – Cover Letter 10/30/2002 from Paul Hastings to Hon. Salas Re: Replacement Exhibits	N/A	Relevance	No.	
197.	10/29/2002	Affidavit of Dennis Lopach	N/A	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
198.	10/30/2002	NW Memo to Board of Directors from Orme Re: Revised Proposed 2003 Operating Plan	NOR006177 - 219	Relevance, Hearsay	Yes. Hearsay, relevance.	
199.	10/31/2002	E-mail from Smith to Janecke Re: Audit Report Distribution Procedures	NOR346085 - 090	Relevance of emails beginning on NOR346085 to top of NOR346086; Hearsay	Yes Hearsay, relevance.	
200.	10/31/2002	NW Management Financial and Information Report	NOR362125 - 140	None	Yes. Relevance.	
201.	11/00/2002	NW Corporation – Submission to the Credit Committee	CSFB016298 – 341	Relevance, Authenticity, Hearsay	Yes. Authenticity, relevance, hearsay.	
202.	11/00/2002	Handwritten Notes by Hanson Re: Board of Directors Meeting Memo from Monaghan and Thielbar to Hanson and Multiple Recipients Re: Management Response to Summary Audit Report for NW Communication Solutions	NOR045232 – 237	None	Yes. Authenticity, hearsay, relevance.	
203.	11/05/2002		NOR440099 – 101	none	Yes. Hearsay, relevance.	
204.	11/05/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR054723 – 724	Relevance	Yes. Relevance.	
205.	11/05/2002	Governance Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR054721 – 722	Relevance	Yes. Relevance.	
206.	11/05/2002	NW Energy – Written Consent of Sole Member and Manager to Action in Lieu of Meeting	NOR009412 – 16	none	No.	
207.	11/05 – 06/2002	Presentations on Liquidity/Financing Opportunities and Strategic Planning Sensitivities as well as	NOR054638 – 669	Relevance, Hearsay	Yes to NOR054667-69, Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
208.	11/06/2002	NW's 12 Month Strategic/Operating Summary Bear Stearns Presentation to NW Corporation	NOR054683 - 710	Relevance, Hearsay	Yes. Hearsay, relevance.	
209.	11/06/2002	NW Corporation Board of Directors Minutes of Regular Meeting	NOR009598 - 607	none	No.	
210.	11/07/2002	Analyst Conference Call	NOR128351 - 389	Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
211.	11/07/2002	8-K Filed for the Period of November 7, 2002	N/A	none	No.	
212.	11/08/2002	Memo from Jacobsen and Orme to the Members of the Disclosure Committee and Each Disclosure Sub-Committee	NOR067162 - 172	none	Yes. Relevance.	
213.	11/11/2002	Morgan Stanley - NW Corporation - Unreg. Expected to Fall Short; Lowering Estimates	NOR026676 - 685	Relevance, Authenticity, Hearsay	Yes. Authenticity, relevance, hearsay.	
214.	11/12/2002	E-mail from Atkinson to Whitesel, Orme, and Jacobsen with Attached Memo	NOR306825 - 827	Relevance	Yes. Relevance.	
215.	11/13/2002	E-mail from Hylland to Drock and Ccing Smith Re: NOR Audit Committee	NOR066801	Relevance	Yes. Relevance.	
216.	11/14/2002	10Q Filed for the Period of September 30, 2002	N/A	none	No.	
217.	11/14/2002	Letter from Hanson to Lewicki Re: Economic Viability of Milltown Dam Hydroelectric Facility Site	NOR000803 - 804	none	No.	
218.	11/15/2002	Letter from Hanson to Lewicki Re: In Furtherance to my Letter of November 14 th , 2002	NOR000805	none	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
219.	11/15/2002	Memo to Lewis and Hylland from Drock Re: Action Plan and Action Items Chart	NOR024847 - 855	Relevance , Hearsay	Yes to NOR024847-49. Redundant.	
		Weekly Updates	NOR024884 - 889	Relevance, Hearsay	Yes. Hearsay, relevance.	
		Weekly Updates	NOR024890 - 897	Relevance, Hearsay	Yes. Hearsay, relevance.	
		Weekly Updates	NOR169799 - 808	Relevance, Hearsay	Yes. Hearsay, relevance.	
		Weekly Updates	NOR025086 - 095	Relevance, Hearsay	Yes. Hearsay, relevance.	
220.	11/15/2002	Asset and Stock Transfer Agreement by and Between NW Energy and NW Corporation	NOR000074 - 163	none	No.	
221.	11/15/2002	Third Supplemental Indenture	NOR009865 - 872	none	No.	
222.	11/15/2002	Officer's Certificate, Executed Version	NOR000920 - 921	none	No.	
223.	11/15/2002	Maintenance and Operating Costs Support Agreement	NOR000217 - 227	none	No.	
224.	11/15/2002	Environmental Liabilities Support Agreement	NOR000230 - 242	none	No.	
225.	11/15/2002	Opinion Letter by Paul Hastings to the Bank of New York	NOR198327 - 328	none	No.	
226.	11/15/2002	Letter from Michael McLaughlin to Alan Dietrich	NOR000452 - 453	none	No.	
227.	11/15/2002	Order Adding NW Corporation as an Additional Party Defendant, in the Proceeding of Margaret McGreevy	N/A	Relevance	Yes. Relevance.	
228.	11/15/2002	Notice to the Bank of New York	NOR000909 - 911	none	No.	
229.	11/15/2002	Assumption Agreement (QUIPS Guarantee)	NOR009877 - 879	none	No.	
230.	11/15/2002	Assignment and Assumption Agreement (QUIPS Agreements)	NOR009880 - 882	none	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
231.	11/19/2002	10Q/A Filed for the Period of September 30, 2002	N/A	Relevance	No.	
232.	11/20/2002	8-K Filed for the Period of November 20, 2002	N/A	Relevance	No.	
233.	11/21/2002	E-mail from Jacobsen to Multiple Recipients Re: Disclosure Considerations	NOR405928 – 930	Relevance, Hearsay	Yes. Hearsay, relevance.	
234.	11/26/2002	NW Corporation Audit Committee Draft Re: November 14, 2002 Interview of Michael Hanson	NOR521699 – 705	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
235.	11/30/2002	NW Management Financial and Information Report	NOR362141 – 156	Relevance	Yes. Relevance.	
236.	12/02/2002	Moody's Investor Service – Moody's Downgrades Ratings of NW Corporation	NOR099652 – 653	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
237.	12/04/2002	E-mail from Jacobsen to Forinash Re: NOR Board of Directors Meeting Postponed	NOR063216 – 217	Relevance	Yes. Hearsay, relevance.	
238.	12/07/2002	NOR Financing Status and Recommendations from Lewis and Hylland to NW Board of Directors	NOR063739	Relevance	Yes. Relevance.	
239.	12/08/2002	NW Liquidity Update from Orme to NW Board of Directors	NOR063891 – 909	Relevance	Yes. Relevance.	
240.	12/09/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009608 – 609	Relevance	Yes. Relevance.	
241.	12/09/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR210753 – 754	Relevance	No.	
242.	12/09/2002	E-mail from Orme to Johnson concerning Multiple Recipients Re: Audit Committee Meeting	NOR064041 – 042	Relevance, Hearsay	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
243.	12/12/2002	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009610 - 619	Relevance	Yes. Relevance.	
244.	12/12/2002	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR210755	Relevance	Yes. Relevance.	
245.	12/13/2002	8-K Filed for the Period of December 13, 2002	N/A	Relevance	No.	
246.	12/16/2002	Morgan Stanley – NW Corporation – Lowering Ests. On Guidance – A Real Workout Story Now	NOR035356 - 361	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
247.	12/17/2002	Credit Agreement Between NW and CSFB	CSFB015970 - 072	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
248.	12/20/2002	8-K Filed for the Period of December 18, 2002	N/A	Relevance	No.	
249.	12/24/2002	Memo from Hylland to NW Corporation Board of Directors Re: 2003 Strategic and Operating Plan, Including Implementation Activities. Draft for Finance Committee Review.	NOR036092 - 095	Relevance, Hearsay	Yes. Relevance, hearsay.	
250.	12/30/2002	Standard and Poor's – Utilities Ratings Team, NW Corporation Credit Rating Lowered to BB+, Outlook Remains Negative	NOR058328 - 332	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
251.	12/31/2002	Timeline to Key Events (Ultimately)	NOR306791 - 843	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
252.	12/31/2002	Valuation Report Prepared for NW Corp. By BearingPoint	NOR266670 - 725	Relevance, Hearsay	Yes. Hearsay, relevance.	
253.	01/03/2003	NW Corporation Board of Directors Minutes of the Special	NOR009620 - 622	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Meeting				
254.	01/05/2003	NW Corporation Board of Directors Minutes of Special Meeting	NOR009623 - 626	Relevance	Yes. Relevance.	
255.	01/07/2003	8-K Filed for the Period of January 7, 2003	N/A	Relevance	No.	
256.	01/16/2003	NW Downgraded by Fitch Ratings, Rating Outlook Negative	NOR035384 - 385	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
257.	01/21/2003	Memo from Orme to NW Board of Directors Re: Cash Flow Projections	NOR224637 - 638	Relevance, Hearsay	Yes. Hearsay, relevance.	
258.	01/24/2003	Impairment Analysis Documentation to Accounting Files, NW Corporate Accounting Department from Expanets RE: Expanets Impairment Analysis of Intangible Assets	DT003506 - 513	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
259.	01/27/2003	MPSC Document – Opinion – Final Order	NOR001606 - 617	Relevance	Yes. Relevance.	
260.	01/28/2003	8-K Filed for the Period of January 28, 2003	N/A	Relevance	No.	
261.	01/31/2003	Confidential Information Memo \$390 Million Secured Credit Facility	CSFB016094 - 162	Relevance, Hearsay	Yes. Hearsay, relevance.	
262.	02/03/2003	E-mail from Orme to Nieman Re: Final Valuation Reports – NW Corporation Assets	NOR266668 - 725	Relevance, Hearsay	Yes. Hearsay, relevance.	
263.	02/03/2003	Memo from Alan Dietrich to Jacobsen Re: Diversified Investment Resolutions – NOR Board of Directors	NOR521191 - 206	Relevance, Hearsay	Yes. Hearsay, relevance.	
264.	02/04/2003	Audit Committee of the Board of Directors of NW Corporation	NOR210756 - 757	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN	ADMITTED: Y/N
		Meeting Minutes				
265.	02/06/2003	Fitch Ratings, NW Corporation – Corporate Finance	NOR058336 – 339	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
266.	02/10/2003	8-K Filed for the Period of February 10, 2003	N/A	Relevance	No.	
267.	02/18/2003	NW Corporation Board of Directors Minutes of the Special Meeting	NOR009637 – 642	Relevance	Yes. Relevance.	
268.	02/19/2003	8-K Filed for the Period of February 19, 2003	N/A	Relevance	No.	
269.	03/14/2003	8-K Filed for the Period of March 14, 2003	N/A	Relevance	No.	
270.	03/20/2003	E-mail from Janecke to Knapp, Van Camp, and Hanson Re: NCS Audit	NOR521899 – 900	None	Yes. Hearsay, relevance.	
271.	03/20/2003	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR210758 – 759	Relevance	Yes. Relevance.	
272.	03/25/2003	Memo to Disclosure Committee from Expanets' Disclosure Subcommittee	NOR365792 – 797	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
273.	03/28/2003	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR364500 – 501	Relevance	Yes. Relevance.	
274.	03/28/2003	Memo from Kliener to Disclosure Committee and Expanets Disclosure Subcommittee	NOR388357 – 360	Relevance, Hearsay	Yes. Relevance, hearsay.	
275.	04/00/2003	Declaration of Paul Hastings Janofsky & Walker LLP – Not Executed	NOR519910 – 912	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
276.	04/01/2003	Memo from Expanets Disclosure Subcommittee to Kliener	NOR388356	Relevance, Hearsay	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
277.	04/01/2003	8-K Filed for the Period of April 1, 2003	N/A	Relevance	No.	
278.	04/02/2003	Memo from Cliff Hoffman and Craig Arends Re: Going Concern E-mail from Thielbar to Monaghan and Hanson Re: NCS Audit	DT005419 – 421	None	No.	
279.	04/06/2003		NOR521869	None	Yes. Relevance.	
280.	04/07/2003	Memo from Kliewer to Disclosure Committee and Expanets Disclosure Subcommittee	NOR386844 – 847	Relevance	No.	
281.	04/10/2003	Memo from Monaghan and Thielbar to Hanson and Recipients Re: NCS Audit	NOR323331 – 347	None	Yes. Hearsay, relevance.	
282.	04/10/2003	Declaration to Paul Hastings from Merle Lewis	NOR519880 – 882	Relevance, Hearsay	Yes. Hearsay, relevance.	
283.	04/10/2003	Declaration to Paul Hastings from Kurt Whitesel	NOR519892 – 898	Relevance, Hearsay	Yes. Hearsay, relevance.	
284.	04/11/2003	Declaration to Paul Hastings Janofsky & Walker LLP Re: Michael Nieman	NOR519900 – 902	Relevance, Hearsay	Yes. Hearsay, relevance.	
285.	04/11/2003	Memo from John Van Camp to Hanson and Orme	NOR521859 – 862	None	Yes. Hearsay, relevance.	
286.	04/14/2003	Audit Committee of the Board of Directors of NW Corporation Meeting Minutes	NOR364502 – 503	Relevance	Yes. Relevance.	
287.	04/15/2003	Declaration to Paul Hastings from Martin Snella	NOR520030 – 032	Relevance, Hearsay	Yes. Hearsay, relevance.	
288.	04/15/2003	NW's Form 10-K Filed April 15, 2003 (Fiscal Year Ended December 31, 2002)	N/A	Relevance	No.	
289.	04/15/2003	10Q/A Filed for the Period of March 31, 2002	N/A	Relevance	No.	
290.	04/15/2003	10Q/A Filed for the Period of	N/A	Relevance	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Clifford Hoffman Statement	NOR520075 - 078	None	Yes. Hearsay, relevance.	
		Additional Information which Mr. Hylland did not Provide to the Special Committee	NOR520079 - 091	None	Yes. Hearsay, relevance.	
		Letter from Mr. Hylland's Attorney	NOR520092 - 093	None	Yes. Hearsay, relevance.	
		Summary of Public Statements	NOR520094 - 110	None	Yes. Hearsay, relevance.	
		Summary of Management Financial and Information Reports	NOR520111 - 118	None	Yes. Hearsay, relevance.	
		Summary of the 2002 Board Materials	NOR520119 - 128	None	Yes. Hearsay, relevance.	
		February 4, 2002 Expanets Board Materials	NOR520129 - 328	None	Yes. Hearsay, relevance.	
		April 26, 2002 Expanets Board Materials	NOR520329 - 461	None	Yes. Hearsay, relevance.	
04/25/2003		Report of the Special Committee of the Board of Directors of NW Corporation – Volume 2	NOR520462	None	Yes. Hearsay, relevance.	
		October 25, 2002 Expanets Board Materials	NOR520463 - 550	None	Yes. Hearsay, relevance.	
		Summary of Minute Books of Expanets and Blue Dot	NOR520551 - 554	None	Yes. Hearsay, relevance.	
		Code of Ethics	NOR520555 - 556	None	Yes. Hearsay, relevance.	
		Accountability Chart	NOR520557 - 558	None	Yes. Hearsay, relevance.	
		Expert Status Reports from February 20, 2002 through March 22, 2002	NOR520559 - 787	None	Yes. Hearsay, relevance.	
		Mr. Hylland's Resume	NOR520788 - 790	None	Yes. Hearsay, relevance.	
		November 6, 2001 Minutes of Special Meeting of Expanets Board	NOR520791 - 793	None	Yes. Hearsay, relevance.	
		December 15, 2001 Email from Mr. Hylland	NOR520794 - 796	None	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
	Inter-Company Ledger	NOR520797 - 798	None	Yes. Hearsay, relevance.		
	January 16, 2002 E-mail from Mr. Hylland	NOR520799 - 800	None	Yes. Hearsay, relevance.		
	February 5-6, 2002 Board Presentation	NOR520801 - 832	None	Yes. Hearsay, relevance.		
	Expanets Analysis of Q1 Forecast	NOR520833 - 856	None	Yes. Hearsay, relevance.		
	April 9, 2002 E-mail from Mr. Walker	NOR520857 - 858	None	Yes. Hearsay, relevance.		
	May 8, 2002 E-mail from Mr. Gjoraas	NOR520859 - 879	None	Yes. Hearsay, relevance.		
	May 10, 2002 E-mail from Mr. Batina	NOR520880 - 882	None	Yes. Hearsay, relevance.		
	May 17, 2002 E-mail from Mr. Hylland	NOR520883 - 884	None	Yes. Hearsay, relevance.		
	May 20, 2002 E-mail string Between Mr. Hylland and Mr. Charters	NOR520885 - 886	None	Yes. Hearsay, relevance.		
	May 30, 2002 Memorandum from Mr. Fresia	NOR520887 - 892	None	Yes. Hearsay, relevance.		
	May 30, 2002 Expanets Powerpoint Presentation	NOR520893 - 934	None	Yes. Hearsay, relevance.		
	Ms. Clark's Report on Status of Accruals	NOR520935 - 936	None	Yes. Hearsay, relevance.		
	May 31, 2002 Executive Summary	NOR520937 - 018	None	Yes. Hearsay, relevance.		
	June 8, 2002 E-mail from Mr. Hylland	NOR521019 - 020	None	Yes. Hearsay, relevance.		
	June 11, 2002 E-mail from Mr. Charters	NOR521021 - 022	None	Yes. Hearsay, relevance.		
	July 16, 2002 E-mail from Mr. Fresia	NOR521023 - 024	None	Yes. Hearsay, relevance.		
	July 22, 2002 E-mail from Mr. Smith	NOR521025 - 026	None	Yes. Hearsay, relevance.		

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
	August 2, 2002	E-mail from Mr. Charters	NOR521027 - 030	None	Yes. Hearsay, relevance.	
	August 7, 2002	Expanets Power Point Presentation	NOR521031 - 055	None	Yes. Hearsay, relevance.	
	August 12, 2002	E-mail from Mr. Gjoraas	NOR521056 - 057	None	Yes. Hearsay, relevance.	
	September 1, 2002	E-mail from Mr. Fresia to Mr. Hylland	NOR521058 - 060	None	Yes. Hearsay, relevance.	
	September 2, 2002	E-mail from Mr. Smith	NOR521061 - 062	None	Yes. Hearsay, relevance.	
	September 3-6, 2002	E-mail String Started by Mr. Lewis	NOR521063 - 068	None	Yes. Hearsay, relevance.	
	September 11, 2002	E-mail from Mr. Charters	NOR521069 - 075	None	Yes. Hearsay, relevance.	
	September 18, 2002	Expanets Power Point Presentation	NOR521076 - 091	None	Yes. Hearsay, relevance.	
	September 20, 2002	Deloitte & Touche Letter	NOR521092 - 132	None	Yes. Hearsay, relevance.	
	October 9, 2002	E-mail from Mr. Charters	NOR521133 - 134	None	Yes. Hearsay, relevance.	
	October 11, 2002	E-mail from Ms. Vegliante	NOR521135 - 153	None	Yes. Hearsay, relevance.	
		Clark Memorandum	NOR521154 - 155	None	Yes. Hearsay, relevance.	
		Expanets September Green Book	NOR521156 - 157	None	Yes. Hearsay, relevance.	
		Expanets Fourth Quarter EBITDA Targets	NOR521158 - 159	None	Yes. Hearsay, relevance.	
	October 22, 2002	E-mail Strings from Mr. Fresia	NOR521160 - 162	None	Yes. Hearsay, relevance.	
		Expanets September Green Book (Revised)	NOR521163 - 164	None	Yes. Hearsay, relevance.	
		Expanets Journal Entries	NOR521165 - 166	None	Yes. Hearsay, relevance.	
	October 31, 2002	Memorandum from Mr. Charters	NOR521167 - 169	None	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		November 6, 2002 Expanets Power Point Presentation	NOR521170 - 186	None	Yes. Hearsay, relevance.	
	November 15, 2002	Memorandum from the Board Authorization Memorandum	NOR521187 - 190	None	Yes. Hearsay, relevance.	
	November 28, 2001	Expanets Board Materials	NOR521191 - 206	None	Yes. Hearsay, relevance.	
		Ms. Clarks Report Regarding Reversal of Accruals	NOR521207 - 235	None	Yes. Hearsay, relevance.	
295.	04/30/2003	8-K Filed for the Period of April 30, 2003	N/A	Relevance	No.	
296.	05/06/2003	NW Corporation Board of Directors Minutes of Special Meeting	NOR352877 - 882	Relevance	Yes. Relevance.	
297.	05/06/2003	NW Corporation Board of Directors Minutes of Regular Meeting	NOR364504 - 517	Relevance	Yes. Relevance.	
298.	05/07/2003	Letter from Alan Dietrich to Hylland Re: Special Meeting of Board of Directors Relating to the Recommendation to Terminate in Pursuant to the Comprehensive Employment Agreement and Equity Participation Program	NOR459163 - 164	Relevance, Hearsay	Yes. Hearsay, relevance.	
299.	05/13/2003	Meeting with the Enforcement Staff of the SEC Central Region Office	NOR519547 - 559	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
300.	05/15/2003	NW's Form 8-K Filed May 15, 2003 for the Period of May 15, 2003	N/A	Relevance	No.	
301.	05/23/2003	Standard and Poors – Utilities Ratings Team, NW Preferred Stock Rating Lowered to C, Still on Watch Negative	NOR034840 - 843	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
302.	05/27/2003	NW's Form 8-K Filed May 27, 2003 for the Period of May 23, 2003	N/A	Relevance	No.	
303.	09/15/2003	NW Corporation's Form 8-K Filed for the Period of September 12, 2003	N/A	Relevance	No.	
304.	09/15/2003	NW Corporation's Form 8-K Filed for the Period of September 14, 2003	N/A	Relevance	No.	
305.	11/06/2003	American Appraisal Associates Exponents, Inc. & Subsidiaries Fair Value 1/1/2002	NOR305016 - 082	Relevance	No.	
306.	12/17/2003	Agreement of Resignation, Appointment and Acceptance by and among NW Corporation, The Bank of New York, and Law Debenture Trust Company of New York	N/A	None	No.	
307.	01/14/2004	Received - Addendum to Proof of Claim of Magten Asset Management Corp.	N/A	Relevance	We need this document. We will provide our response when we receive it.	
308.	01/14/2004	Proof of Claim by Law Debenture Trust Company of New York, as Successor Indenture Trustee, for Holders of the 8.45% Junior Subordinated Debentures, and as Successor Guarantee Trustee, for Holders of the 8.45% Cumulative Quarterly Income Preferred Securities, Series A, dated January 12, 2004 and filed on January 14, 2004 with Kurtzman Carson	N/A	Relevance, Hearsay	Yes. Hearsay, Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
309.	03/11/2004	Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor	N/A	Relevance	Yes. Relevance.	
310.	03/11/2004	Debtor's Plan of Reorganization Under Chapter 11 of the Bankruptcy Code	N/A	Relevance	Yes. Relevance.	
311.	04/15/2004	Magten v. Hanson and Kindt Complaint and Demand for Jury Trial	N/A	None	Yes. Hearsay, relevance.	
312.	04/16/2004	Complaint to Avoid the Transfer of Assets of Clark, Fork & Blackfoot LLC to NW Corp. No - 04-53324	N/A	Relevance, Hearsay	Yes. Hearsay, relevance.	
313.	04/21/2004	Answer of Defendants Michael J. Hanson and Ernie J. Kindt	N/A	None	Yes. Relevance.	
314.	05/14/2004	First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor	N/A	Relevance	Yes. Relevance.	
315.	05/14/2004	Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code	N/A	Relevance	Yes. Relevance.	
316.	07/17/2004	Magten Asset Management Corporation's Master Summary of Holdings	Magten (H&K) 000026-33	None	No.	
317.	07/19/2004	Agreement of Resignation, Appointment and Acceptance by and between The Bank of New York, and Law Debenture Trust Company of New York (Property Trustee)	N/A	None	No.	
318.	07/23/2004	In re Northwestern Corp., 313	N/A	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		B.R. 595 (Bankr. D Del. 2004)				
319.	08/18/2004	Memo of Law in Support of Confirmation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code – Hearing August 25, 2004	N/A	Relevance	Yes. Relevance.	
320.	08/18/2004	Second Amended and Restated Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor	N/A	Relevance	No.	
321.	08/18/2004	Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code	N/A	Relevance	No.	
322.	08/20/2004	Notice of Motion – Motion Pursuant to Sections 105a, 363b, and 502c of the Bankruptcy Code for Estimation of Magten Asset Management's Claim and to Establish Disputed Claim Reserve – Hearing September 15, 2004 and Objection Deadline September 3, 2004.	N/A	Relevance, Hearsay	Yes. Hearsay, relevance.	
323.	08/25/2004	Transcript of Confirmation Hearing Before Honorable Charles Case, II	N/A	Relevance, Hearsay	Yes. Hearsay, relevance.	
324.	09/27/2004	Reply in Support of Motion for SJ [H & K Only]	N/A	Relevance	N/A	
325.	10/01/2004	Memo of Law in Further Support of Confirmation of Debtors Second Amended and Restated Plan of Reorganization Under	N/A	Relevance	Yes. Relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
326.	10/04/2004	Chapter 11 of the Bankruptcy Code and in Response to Supplemental Objections to Confirmation – Hearing Date October 6, 2004		Relevance N/A	No.	
327.	10/06/2004	First Amended Complaint to Avoid the Transfer of Assets of Clark, Fork & Blackfoot LLC to NW Corp. No. 04-53324		Relevance, Hearsay N/A	Yes. Hearsay, relevance.	
328.	10/19/2004	Transcript of Proceedings Before Honorable Charles Case II Order Confirming Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code No. 03-12872		Relevance N/A	No.	
329.	10/29/2004	Stipulation and Order Establishing A Disputed Claims Reserve		Relevance N/A	No.	
330.	11/19/2004	Answer, Affirmative Defenses and Counterclaims to First Amended Complaint		Relevance N/A	No.	
331.	01/27/2005	Order/Decision by Judge Cebull No. CV-04-26-BU-RFC [H & K Only]		Relevance N/A	N/A	
332.	04/12/2005	Order/Decision by Judge Cebull No. CV-04-26-BU-RFC [H & K Only]		Relevance N/A	N/A	
333.	05/17/2005	Defendants' Preliminary Pretrial Statement		Relevance, Hearsay N/A	Yes. Hearsay, relevance.	
334.	01/18/2006	Plaintiff Magten Asset Management Corporation's Initial Disclosures Pursuant to Rule 26(A)(1) of the Federal Rules of		Relevance, Hearsay N/A	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
335.	01/20/2006	Civil Procedure Defendant NorthWestern Corporation's Initial Disclosures	N/A	Relevance	No.	
336.	08/18/2006	Letter from Paul Hastings to Donald Hoerl, Laura Metcalfe, and Kurt Gottschall Re: In the Matter of NW Corporation SEC File No. D-02572-A	NOR519573 - 620	Relevance, Fed. R. Evid. 408	Yes. Relevance, Fed. R. Evid. 408.	
337.	09/29/2006	Memo Opinion Dismissing the Plaintiffs' Appeal of the Bankruptcy Court's Order Confirming the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 No. 04-1389	N/A	Relevance	No.	
338.	03/07/2007	Order Instituting Cease-And-Desist Proceedings, Making Findings and Imposing a Cease-And- Desist Order	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed. R. Evid. 408.	
339.	03/07/2007	Consent of Merle Lewis	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed R. Evid. 408.	
340.	03/07/2007	Final Judgment as to Defendant Merle D. Lewis	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed. R. Evid. 408.	
341.	03/30/2007	Objections and Responses of Defendant NW Corp. to Plaintiffs' First Request for Admissions	N/A	None	No.	
342.	03/30/2007	Responses and Objections of NorthWestern Corporation to Plaintiffs' Magten Asset Management Corporation and Law Debenture Trust Company	N/A	None	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		of New York's First Set of Interrogatories for Defendant NorthWestern Corporation				
343.	04/05/2007	Michael J. Hanson's Responses to Plaintiff's First Set of Interrogatories	N/A	None	Yes. Relevance.	
344.	04/05/2007	Michael Hanson's Responses to Plaintiff's Requests for Admission	N/A	None	Yes. Relevance.	
345.	04/05/2007	Ernie J. Kindt's Responses to Plaintiff's First Set of Interrogatories	N/A	None	Yes. Relevance.	
346.	04/05/2007	Ernie J. Kindt's Responses to Plaintiff's Requests for Admission	N/A	None	Yes. Relevance.	
347.	04/05/2007	Notice of Service Re: Responses to First Set of Interrogatories and Requests for Admission	N/A	Relevance	Yes. Relevance.	
348.	04/12/2007	Consent of Richard R. Hylland	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed. R. Evid. 408.	
349.	04/12/2007	Final Judgment as to Defendant Richard Hylland	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed. R. Evid. 408.	
350.	04/13/2007	Consent of Kipp D. Orme	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed. R. Evid. 408.	
351.	04/13/2007	Final Judgment as to Defendant Kipp D. Orme	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance, Fed. R. Evid. 408.	
352.	04/24/2007	Kipp Orme Complaint	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance.	
353.	04/24/2007	Kurt Whitesel Complaint	N/A	Relevance,	Yes. Hearsay, relevance.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
354.	04/24/2007	Richard Hylland Complaint	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance.	
355.	04/24/2007	Merle Lewis Complaint	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance.	
356.	04/23/2007	Consent of John Charters	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance.	
357.	04/23/2007	Final Judgment as to Defendant John C. Charters	N/A	Relevance, Hearsay, Fed. R. Evid. 408	Yes. Hearsay, relevance. Fed. R. Evid. 408.	
358.	05/02/2007	Deposition Exhibit 1 – Lewicki – Spreadsheet	BNY0105 – 131	None	No.	
359.	07/12/2007	Deposition Transcript – Talton Embry	N/A	Hearsay; transcripts should be designated pursuant to Local Civil Rules 16.3(c)(7) and number 16.3(d)(2)d and not listed as exhibits	Yes. Hearsay.	
360.	07/23/2007	John Charters Complaint	N/A	Relevance	Yes. Hearsay, relevance.	
361.	09/14/2007	E-mail from Kim Beatty to Scherf Re: Magien Asset Management Corporation v. Hanson and Kindt [H&K ONLY]	Hanson/Kindt(Sche rf)00072	Relevance	N/A	
362.	09/19/2007	Paul Marcus Expert Report	N/A	Relevance, qualifications, reliability, fit	Yes. Relevance, qualifications, reliability, fit.	
363.	09/19/2007	Berliner Expert Report	N/A	Relevance, qualifications, reliability, fit	Yes. Relevance, qualifications, reliability, fit.	
364.	09/25/2007	Retention Letter by Browning,	Hanson/Kindt(Sche	Relevance	N/A	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
		Kaleczyc, Berry & Hoven on behalf of clients Hanson and Kindt Re: Scherf [H&K ONLY]	rf)00081 - 085			
365.	10/01/2007	E-mail from Chris Kearns to Jay Borow; Bruce Bingham; and Rick Wright Re: Deloitte Question	NOR(EXP)00042 - 045	Relevance	Yes, Relevance.	
366.	10/11/2007	E-mail from Kim Beatty to gurbanchuk@esba.com and Scherf Re: SEC v, Thielbar [H&K ONLY]	Hanson/Kindt(Sche rf)00062	Relevance	N/A	
367.	10/17/2007	Christopher J. Kearns Expert Report	N/A	None	No.	
368.	10/17/2007	Stephen Scherf's Expert Report	N/A	None	No.	
369.	10/17/2007	Bruce Bingham Expert Report	N/A	None	No.	
370.	10/17/2007	E-mail from Kim Beatty to Scherf Re Finalizing Your Report [H&K ONLY]	Hanson/Kindt(Sche rf)00061	Relevance	N/A	
371.	10/17/2007	E-mail from Kim Beatty to cpattan@esba.com Re Additional Documents [H&K ONLY]	Hanson/Kindt(Sche rf)00055	Relevance	N/A	
372.	10/23/2007	Invoice Re Experts [H&K ONLY]	Hanson/Kindt(Sche rf)00087 - 091	Relevance	N/A	
373.	11/13/2007	Invoice Re Experts [H&K ONLY]	Hanson/Kindt(Sche rf)00092 - 095	Relevance	N/A	
374.	01/08/2008	Plaintiffs' Preliminary Draft for Discussion Purposes	N/A	Relevance	Yes.	
375.	N/A	2006 ACFE Report to the Nation [H&K ONLY]	Hanson/Kindt(Sche rf)00136 - 199	None	N/A	
376.	N/A	Trading Records	(H&K)000001 - 000013	MAGTEN	No.	
377.	N/A	Trading Records	(H&K)0000026 - 000313	MAGTEN	No.	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
378.	N/A	Prefiled Testimony of Michael Hanson on Behalf of NW Corporation	NOR044703 - 719	None	No.	
379.	N/A	Expanets Inter-company Balance Roll-forward Inception to Date	NOR520798	Relevance, Authenticity, Hearsay	Yes. Authenticity, hearsay, relevance.	
380.	N/A	Draft NCS Audit Report By Janecke and Ming	NOR320107 - 320109	None	Yes. Authenticity, hearsay, relevance.	
381.	N/A	Expanets Summary by John Charters, CEO, NW Corporation	NOR521031 - 055	Relevance, Hearsay	Yes. Hearsay, relevance.	
382.	N/A	Memo to American Appraisal from Expanets Management Re: Significant Items Impacting 2002 Results and Future Forecasts	NOR238766 - 769	Relevance, Hearsay	Yes. Hearsay, relevance.	
383.	N/A	Spreadsheets - Liquidity Analysis	NOR024943 - 959	Relevance	Yes. Relevance. Part of #239.	
384.	N/A	Engagement Letter Re Rates	Magten (EXP) 1 - 4	Relevance	Relevance.	
385.	N/A	Billing Statements from Huron Consulting Group and Marks Paneth & Shron LLP	Magten (EXP) 1263 - 1283	Relevance	No.	
386.	N/A	Summary Memorandum Quantifying Law Debenture's Compensation, Expenses, Disbursements and Advances, including Fees and Disbursements of Counsel Incurred by Law Debenture Recoverable from Northwestern Pursuant to Provisions in the Indenture [NOR Only]	N/A	Please produce this document. We will provide a response when the document is received.	We need this document. We will provide our response when we receive it.	
387.		Fees and Expenses for Fried, Frank, Harris, Shriver & Jacobson LLP [H & K Only]	N/A	Relevance; Please produce this document. We reserve the right to	N/A	

TAB #	DATE	DESCRIPTION	BATES NUMBER	OBJECTIONS BY HANSON/KINDT ¹	OBJECTIONS BY NORTHWESTERN ²	ADMITTED: Y/N
388.		Fees and Expenses for Blank Rome LLP [H & K Only]	N/A	Relevance; Please produce this document. We reserve the right to supplement and amend our objections after receipt of the document.	N/A	
389.		Fees and Expenses for Goetz, Gallik & Baldwin P.C. [H & K Only]	N/A	Relevance; Please produce this document. We reserve the right to supplement and amend our objections after receipt of the document.	N/A	
390.		Class-8(b)- Montana Power QUIPS Options 1 and 2 Allocations and Distributions – Available at http://www.northwesternenergy.com/documents/investor/reorg_cia_ss8bconversionformulas.pdf	N/A	Relevance, Authenticity, Hearsay	Yes. Hearsay, relevance.	

LEGEND

NorthWestern's objections and Hanson/Kindt's objections in the form: "Relevance" are to Fed. R. Evid. 402; "Authenticity" are to Fed. R. Evid. 901; "Hearsay" are to Fed. R. Evid. 802 and/or 805.